

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

IN RE UNITEDHEALTH GROUP  
INCORPORATED SHAREHOLDER  
DERIVATIVE LITIGATION

Master File No 06-cv-1216 JMR/FLN

**DECLARATION OF BRIAN F. RICE**  
**IN SUPPORT OF LEAD PLAINTIFFS' MOTION FOR AN AWARD OF**  
**ATTORNEY FEES AND REIMBURSEMENT OF EXPENSES**

I, Brian F. Rice, declare as follows:

1. I am a member of the law firm of RICE, MICHELS & WALTHER, LLP. I am submitting this Declaration in support of my firm's application for an award of attorney fees in connection with services rendered on behalf of Lead Plaintiffs in this action and for reimbursement of expenses incurred by my firm in the course of this litigation related to the investigation, prosecution, mediation, and settlement of claims.

2. My firm has acted as counsel for Lead Plaintiffs as a member of the court-appointed Lead Plaintiffs Coordinating Committee. My firm is counsel to the St. Paul Teachers' Retirement Fund Association ("SPTRFA"), the pension fund for over 8,000 active and retired St. Paul teachers. SPTRFA is one of the court-appointed Lead Plaintiffs in this case.

3. My firm's compensation for the services rendered in this case on behalf of Lead Plaintiffs was wholly contingent on the success of this litigation, and the firm was totally at risk that it would not receive any compensation for prosecuting the claims of Nominal Defendant UnitedHealth Group Incorporated against Defendants.

4. All attorneys, paralegals and law clerks at my firm are instructed to keep contemporaneous time records reflecting the time spent on this and other matters.

5. During the period from the inception of the case through the final approval proceedings, RICE, MICHELS & WALTHER, LLP has been involved, among other things, in the following activities, as set forth in greater detail in the Declaration of Federal Plaintiffs' Derivative Counsel in Support of Motion for Final Approval of the Settlement and the Motion for an Award of Attorney Fees and Reimbursement of Expenses:

- Assisted co-counsel in researching, drafting, and filing an initial complaint in this case on behalf of SPTRFA and other plaintiffs which served as a significant basis for Lead Plaintiffs' Amended and Consolidated Complaint.
- Researched, drafted, and filed the initial and Lead Plaintiffs' Amended and Consolidated Verified Derivative and Class Action Complaint along with co-counsel.
- Assisted co-counsel in preparing and filing the initial Motion for Injunctive Relief seeking to impose a constructive trust on the United Health Group, Inc. stock options held by Defendant William W. McGuire.

- Briefed the response to Defendants' Motion to Dismiss Lead Plaintiffs' Amended and Consolidated Verified Derivative and Class Action Complaint with co-counsel.
- Prepared discovery request to Defendants and document subpoenas to numerous non-parties.
- Reviewed, coded and analyzed millions of pages of documents produced by Defendants, UnitedHealth, and third parties along with co-counsel.
- Prepared and responded to numerous discovery motions, including three Motions to Compel and a Motion to Consolidate Discovery along with co-counsel.
- Prepared and responded to Motion to Intervene and Motion for a Partial Stay of Discovery of the United States of America with co-counsel.
- Prepared a response to the Motion for Preliminary Injunction with co-counsel.
- Prepared briefing pertaining to Lead Plaintiffs' Partial Summary Judgment with co-counsel.
- Arranged for, coordinated, prepared materials for, and participated in multiple mediation session with Defendants, UnitedHealth, and the Special Litigation Committee (SLC) along with co-counsel.
- Researched law and participated in preparing briefs to the Minnesota Supreme Court pertaining to this Court's certified question along with co-counsel.

- Worked with co-counsel to secure corporate governance reforms from UnitedHealth through negotiations with the Company's counsel.
- Participated in the drafting of settlement papers and the motion and memorandum for preliminary and final approval of the settlement along with co-counsel.
- Carefully consulted with the Executive Director of the St. Paul Teachers' Retirement Fund Association and Board Members to explain, discuss and consider various aspects of the litigation; including careful consideration of settlement offers and corporate governance reforms.
- Consulted with co-counsel on litigation and settlement strategy discussion for case, including issue raised before the Minnesota Supreme Court.

6. The total number of hours spent on this litigation by my firm by its attorneys and other professional support staff through December 31, 2008 is 1,732.70. Attached as Exhibit A is a schedule containing a detailed summary that indicates the amount of time spent by each partner, associate, and other professional support staff of my firm who were involved in this litigation, including the number of hours worked, their rates, and their respective lodestar values based on past and current billing rates. Exhibit A was prepared from contemporaneous daily billing records prepared and maintained by my firm, which are available at the request of

the Court. None of the time included in this fee application represents any work done in connection with preparing this Declaration.

7. All of the services by RICE, MICHELS & WALTHER, LLP in connection with this litigation were reasonably necessary in the prosecution of this case. There has been no unnecessary duplication of services for which my firm now seeks compensation.

8. During the period from inception of this litigation through December 31, 2008, RICE, MICHELS & WALTHER, LLP incurred unreimbursed expenses in connection with this litigation in the total amount of \$35,979.89. These expenses were reasonably and necessarily incurred in connection with this litigation and are detailed in the chart attached to this Declaration as Exhibit B.

9. The expenses incurred pertaining to this litigation are reflected on the books and records of this firm maintained in the ordinary course of business. These books and records are prepared from bills from vendors and suppliers; detailed records of in-house expenses; and canceled checks, expense vouchers, and other source materials. They are an accurate record of the expenses incurred.

10. This Declaration only provides the Court with time and expense information through December 31, 2008. Additional time and expenses will be incurred in connection with the final hearing and any post-judgment requirements.

11. A biography of my firm and its attorneys who were involved in this litigation is attached to this Declaration as Exhibit C.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 29<sup>th</sup> day of January, 2009 in Minneapolis, Minnesota.

s/ Brian F. Rice

Brian F. Rice, Attorney at Law

Minnesota Attorney License ID 014468X